

Robert L. Knebel, Jr.
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PROPOSED ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:

HERITAGE OIL AND GAS, INC.,

Debtor.

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**CASE NO. 13-42886
Chapter 11**

DEBTOR'S APPLICATION TO EMPLOY COUNSEL

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS APPLICATION SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING UNLESS IT DETERMINES THAT AN EVIDENTIARY HEARING IS NOT REQUIRED AND THAT THE COURT'S DECISION WOULD NOT BE SIGNIFICANTLY AIDED BY ORAL ARGUMENT. IF YOU FAIL TO APPEAR AT ANY SCHEDULED HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COMES NOW Heritage Oil and Gas, Inc. ("Debtor"), Debtor in the above-styled and numbered case, and files this its Application to Employ Counsel, and in support of same would respectfully show the Court as follows:

DEBTOR'S APPLICATION TO EMPLOY COUNSEL

1. Debtor filed its voluntary petition under Chapter 11, title 11, of the United States Bankruptcy Code on December 2, 2013, in the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division.

2. In order to effectuate a reorganization, propose a Plan of Reorganization and effectively move forward in its bankruptcy proceeding, Debtor desires to hire Robert L. Knebel, Jr. as counsel in this matter.

3. Robert L. Knebel, Jr. is an attorney practicing bankruptcy law at 2525 McKinnon Street, Suite 570, Dallas, Texas 75231, (214) 231-2700. Mr. Knebel is to be referred to herein as "Counsel".

4. Counsel has been chosen by Debtor in that he is experienced in bankruptcy matters and has represented parties in numerous proceedings before the bankruptcy courts. The Debtor seeks to retain Counsel to represent it in this matter.

5. Pursuant to Bankruptcy Rule 2014(a), the Affidavit of Robert L. Knebel, Jr. is attached hereto as Exhibit "A" and attest that he does not presently hold or represent any interest adverse to the interests of the Debtor or its estate and is disinterested within the meaning of 11 U.S.C. § 101(14) to the best of his knowledge, information, and belief.

6. The Statement required to be filed pursuant to Bankruptcy Rule 2016 will be filed in this case.

7. Counsel has agreed to represent the Debtor on the terms set forth in this Application. The compensation to be paid to Mr. Knebel shall be \$300.00 per hour. Paralegals and legal assistants are billed at \$50.00 per hour.

8. These hourly rates are those regularly charged by Counsel for services rendered by the respective partners, associates, paralegals, and legal assistants for legal services rendered in

similar bankruptcy matters. The hourly rates may be modified by Counsel in the ordinary course of their business. The charges for such services are fair and reasonable and within the normal range for services rendered in similar cases within the Eastern District of Texas. The Debtor has agreed to reimburse Counsel for all reasonable out-of-pocket expenses incurred on Debtor's behalf.

9. Pursuant to the provisions of Bankruptcy Rule 2016(b) and Bankruptcy Code § 330, Counsel will file with the Court requests for allowance of payment of fees and expenses incurred by them during the pendency of this bankruptcy matter.

10. Debtor believes the employment of Counsel is in the best interest of the Debtor's bankruptcy estate. Further, the Debtor believes it is necessary to retain Counsel immediately for the purpose of proposing a Plan of Reorganization and defending the Debtor in various matters arising in this case.

WHEREFORE, PREMISES CONSIDERED, Debtor respectfully requests this Court to enter an Order approving the employment of Robert L. Knebel, Jr. as counsel for Debtor, upon the terms and conditions contained herein, and for such other and further relief, at law or in equity, to which Debtor may show itself justly entitled.

Dated: December 2, 2013.

Respectfully submitted,

/s/ Robert L. Knebel, Jr.

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on December 2, 2013, a true and correct copy of the foregoing document was served via United States first class mail, postage prepaid, upon the U.S. Trustee and the parties on the attached service list.

/s/ Robert L. Knebel, Jr.

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AFFIDAVIT OF ROBERT L. KNEBEL, JR.

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME the undersigned authority, on this day personally appeared the undersigned affiant, who by me sworn, upon oath stated:

1. “My name is Robert L. Knebel, Jr. and I am over eighteen (18) years of age. I am duly admitted to practice law in the State of Texas and office at 2525 McKinnon Street, Suite 570, Dallas, Texas 75201. I have never been convicted of a crime and am fully competent to make this Affidavit. I have personal knowledge of the facts stated herein and they are all true and correct to the best of my knowledge.

2. I do not represent or hold any interest adverse to the estate in the above-styled bankruptcy case and in the matters upon which the law firm is to be engaged as attorney for Heritage Oil and Gas, Inc.

3. To the best of my knowledge, each member and associate of my firm is presently a disinterested person as defined in Section 101(14) of Bankruptcy Code.

4. I have had no prior connections with any creditors of the Debtor, any other party in interest to the Debtor or their respective attorneys or accountants, or the U.S. Trustee or any person employed in the office of the U.S. Trustee.

EXECUTED this 2nd day of December, 2013.

/s/ Robert L. Knebel, Jr.
Robert L. Knebel, Jr.

Subscribed and sworn to before me this 2nd day of December, 2013.

/s/ Kara McLeroy
Notary Public in and for the State of Texas
Printed Name: Kara McLeroy

My Commission Expires: April 5, 2015